

The American National Red Cross



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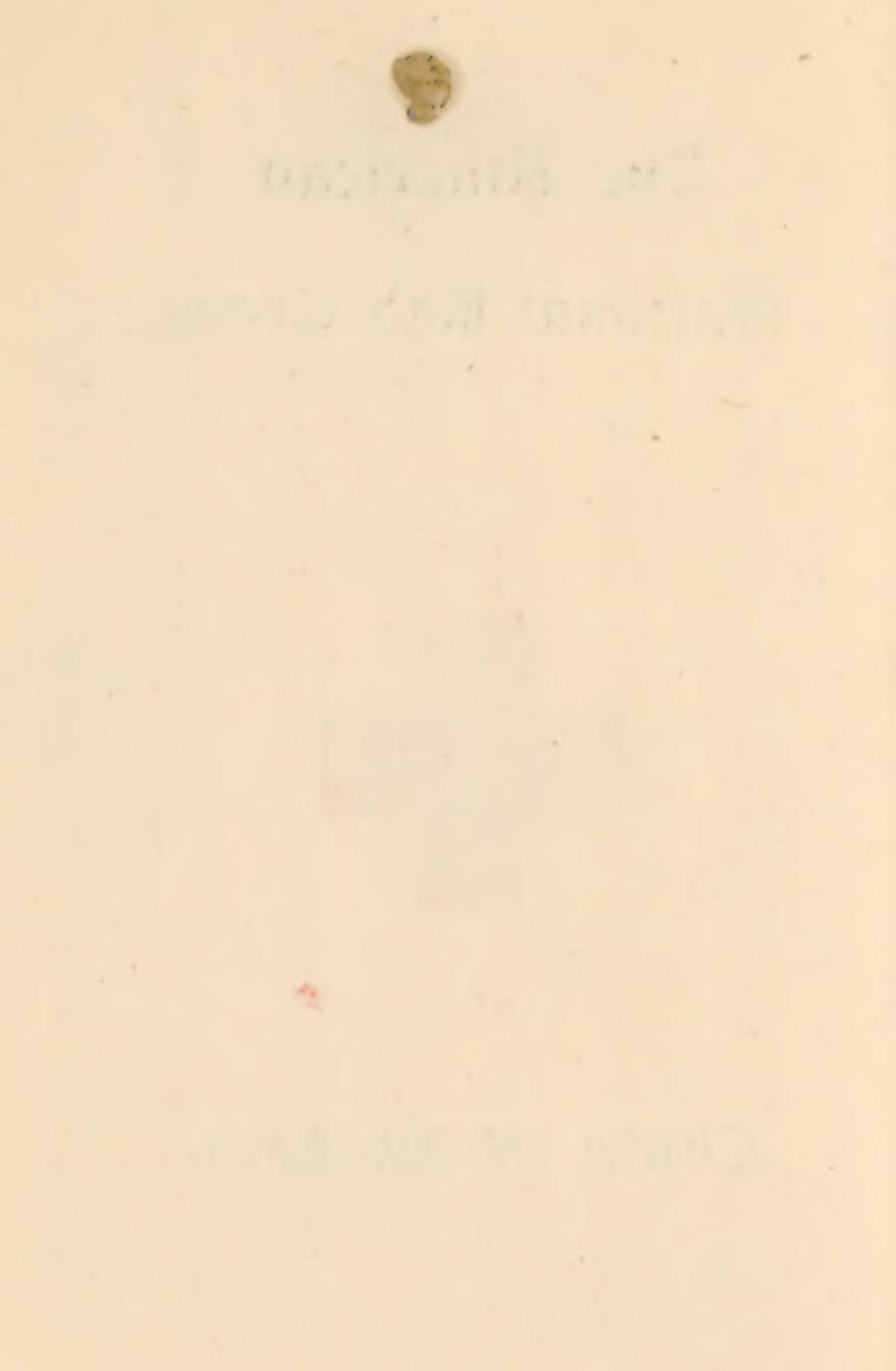
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Charter and By-Laws.

The American
National Red Cross



Charter and By-Laws.



Charter.

[PUBLIC—No. 4.]

An Act to incorporate the American National Red Cross.

Whereas, on the twenty-second of August, eighteen hundred and sixty-four, at Geneva, Switzerland, plenipotentiaries respectively representing Italy, Baden, Belgium, Denmark, Spain, Portugal, France, Prussia, Saxony, and Wurttemberg and the Federal Council of Switzerland agreed upon ten articles of a treaty or convention for the purpose of mitigating the evils inseparable from war; of ameliorating the condition of soldiers wounded on the field of battle, and particularly providing, among other things, in effect, that persons employed in hospitals and in according relief to the sick and wounded and supplies for this purpose shall be deemed neutral and entitled to protection; and that a distinctive and uniform flag shall be adopted for hospitals and ambulances and convoys of sick and wounded and an arm badge for individuals neutralized; and

Whereas, said treaty has been ratified by all of said nations, and by others subsequently, to the number of forty-three or more, including the United States of America; and

Whereas, the International Conference of

Geneva of eighteen hundred and sixty-three recommended "that there exist in every country a committee whose mission consists in co-operating in times of war with the hospital service of the armies by all means in its power :" and

Whereas, a permanent organization is an agency needed in every nation to carry out the purposes of said treaty, and especially to secure supplies and to execute the humane objects contemplated by said treaty, with the power to adopt and use the distinctive flag and arm badge specified by said treaty in article seven, on which shall be the sign of the Red Cross, for the purpose of co-operating with the "Comité International de Secours aux Militaires Blessés" (International Committee of Relief for the Wounded in War); and

Whereas, in accordance with the requirements and customs of said international body such an association adopting and using said insignia was formed in the city of Washington, District of Columbia, in July, eighteen hundred and eighty-one, known as "The American National Association of the Red Cross," re-incorporated April seventeenth, eighteen hundred and ninety-three, under the laws of the District

of Columbia, and re-incorporated by Act of Congress in June, nineteen hundred ; and

Whereas, it is believed that the importance of the work demands a repeal of the present charter and a re-incorporation of the society under the Government supervision : Now, therefore,

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That Clara Barton, Hilary A. Herbert, Thomas F. Walsh, Charles C. Glover, Charles J. Bell, Mabel T. Boardman, George Dewey, William R. Day, Nelson A. Miles, James Tanner, William K. Van Reypen, John M. Wilson, Simon Wolf, James R. Garfield, Gifford Pinchot, S. W. Woodward, Mary A. Logan, Walter Wyman, of Washington, District of Columbia; George H. Shields, of Missouri; William H. Taft, F. B. Loomis, Samuel Mather, of Ohio; Spencer Trask, Robert C. Ogden, Cleveland H. Dodge, George C. Boldt, William T. Wardwell, John G. Carlisle, George B. McClellan, Elizabeth Mills Reid, Margaret Carnegie, of New York; John H. Converse, Alexander Mackay-Smith, J. Wilkes O'Neill, H. Kirke Porter, of Pennsylvania; Richard Olney, W. Murray Crane, Henry L. Higginson, William Draper, Frederick H. Gillett, of Massachusetts,

setts ; Marshall Field, Robert T. Lincoln, Lambert Tree, of Illinois ; A. G. Kaufman, of South Carolina ; Alexander W. Terrell, of Texas ; George Gray, of Delaware ; Redfield Proctor, of Vermont ; John W. Foster, Noble C. Butler, Robert W. Miers, of Indiana ; John Sharp Williams, of Mississippi ; William Alden Smith, of Michigan ; Horace Davis, W. W. Morrow, of California ; Daniel C. Gilman, Eugene Levering, of Maryland ; J. Taylor Ellyson, of Virginia ; Daniel R. Noyes, of Minnesota ; Emanuel Fiske, Marshall Fiske, of Connecticut, together with five other persons to be named by the President of the United States, one to be chosen from each of the Departments of State, War, Navy, Treasury, and Justice, their associates and successors, are hereby created a body corporate and politic in the District of Columbia.

SEC. 2. That the name of this corporation shall be "The American National Red Cross," and by that name shall have perpetual succession, with the power to sue and be sued in courts of law and equity within the jurisdiction of the United States ; to have and to hold such real and personal estate as shall be deemed advisable and to accept bequests for the purposes of this corporation hereinafter set forth ; to

adopt a seal and the same to alter and destroy at pleasure ; and to have the right to have and to use, in carrying out its purposes hereinafter designated, as an emblem and badge, a Greek red cross on a white ground, as the same has been described in the treaty of Geneva, August twenty-second, eighteen hundred and sixty-four, and adopted by the several nations acceding thereto ; to ordain and establish by-laws and regulations not inconsistent with the laws of the United States of America or any State thereof, and generally to do all such acts and things (including the establishment of regulations for the election of associates and successors) as may be necessary to carry into effect the provisions of this Act and promote the purposes of said organization ; and the corporation hereby created is designated as the organization which is authorized to act in matters of relief under said treaty. In accordance with article seven of the treaty, the delivery of the brassard allowed for individuals neutralized in time of war shall be left to military authority.

Sec. 3. That the purposes of this corporation are and shall be—

First. To furnish volunteer aid to the sick and wounded of armies in time of war, in accordance with the spirit and conditions of the

conference of Geneva of October, eighteen hundred and sixty-three, and also of the treaty of the Red Cross, or the treaty of Geneva, of August twenty-second, eighteen hundred and sixty-four, to which the United States of America gave its adhesion on March first, eighteen hundred and eighty-two.

Second. And for said purposes to perform all the duties devolved upon a national society by each nation which has acceded to said treaty.

Third. To succeed to all the rights and property which have been hitherto held and to all the duties which have heretofore been performed by the American National Red Cross as a corporation duly incorporated by Act of Congress June sixth, nineteen hundred, which Act is hereby repealed and the organization created thereby is hereby dissolved.

Fourth. To act in matters of voluntary relief and in accord with the military and naval authorities as a medium of communication between the people of the United States of America and their Army and Navy, and to act in such matters between similar national societies of other governments through the "Comité International de Secours," and the Government and the people and the Army and Navy of the United States of America.

Fifth. And to continue and carry on a system of national and international relief in time of peace and apply the same in mitigating the sufferings caused by pestilence, famine, fire, floods, and other great national calamities, and to devise and carry on measures for preventing the same.

Sec. 4. That from and after the passage of this Act it shall be unlawful for any person within the jurisdiction of the United States to falsely and fraudulently hold himself out as, or represent or pretend himself to be, a member of, or an agent for, the American National Red Cross, for the purpose of soliciting, collecting, or receiving money or material; or for any person to wear or display the sign of the Red Cross, or any insignia colored in imitation thereof for the fraudulent purpose of inducing the belief that he is a member of, or an agent for, the American National Red Cross. Nor shall it be lawful for any person or corporation, other than the Red Cross of America, not now lawfully entitled to use the sign of the Red Cross, hereafter to use such sign or any insignia colored in imitation thereof for the purposes of trade or as an advertisement to induce the sale of any article whatsoever. If any person violates the provisions of this section, he shall be guilty of a

misdemeanor and shall be liable to a fine of not less than one nor more than five hundred dollars, or imprisonment for a term not exceeding one year, or both, for each and every offense. The fine so collected shall be paid to the American National Red Cross.

SEC. 5. That the governing body of the said American National Red Cross, shall consist, in the first instance, of a central committee numbering eighteen persons, to be appointed in the manner following, namely : Six by the incorporators herein named and twelve by the President of the United States, one of whom shall be designated by the President to act as chairman. It shall be the duty of the central committee to organize with as little delay as possible State and Territorial societies, including the District of Columbia, under such rules as the said committee may prescribe. When six or more State or Territorial societies have been formed, thereafter the central committee shall be composed as follows: Six to be appointed by the incorporators, six by the representatives of the State and Territorial societies at the annual meeting of the incorporators and societies, and six by the President of the United States, one of whom shall be designated by him as chairman and one each to be named by him from

the Departments of State, War, Navy, Treasury, and Justice.

The first six members of the central committee elected by the incorporators at the first annual meeting, and the first six members of the central committee elected by the State and Territorial delegates, shall when elected select by lot from their number two members to serve one year, two members to serve two years, and two members to serve three years, and each subsequent election of members shall be for a period of three years or until their successors are duly elected and qualify. The six members of the central committee appointed by the President at the annual meeting shall serve for one year.

The President shall fill as soon as may be any vacancy that may occur by death, resignation, or otherwise in the chairmanship or in the membership of the central committee appointed by him. And any vacancy that may occur in the six members of the central committee herein provided to be appointed by the incorporators or in the six to be appointed by the representatives of the State societies shall be filled by temporary appointments to be made by the remaining members of the six in which the vacancy or vacancies may occur, such ap-

pointees to serve until the next annual meeting.

The central committee shall have power to appoint from its own members an executive committee of seven persons, five of whom shall be a quorum, who, when the central committee is not in session, shall have and exercise all the powers of the central committee.

The Secretary of War shall within thirty days after the passage of this Act call a meeting at a time and place to be designated by him in the city of Washington of the incorporators hereunder, giving at least thirty days' notice thereof in one or more newspapers, and the annual meeting of said incorporators, their associates and successors, shall thereafter be held in said city on the first Tuesday after the first Monday in December, the first of said meetings to be held in December, nineteen hundred and five. Fifteen members shall constitute a quorum at any annual or special meeting.

Voting by proxy shall not be allowed at any meeting of the incorporators, annual or special, nor at any meeting of State or Territorial societies organized under the provisions of this charter.

SEC. 6. That the said American National Red Cross shall on the first day of January of each

year make and transmit to the Secretary of War a report of its proceedings for the preceding year, including a full, complete, and itemized report of receipts and expenditures of whatever kind, which report shall be duly audited by the War Department, and a copy of said report shall be transmitted to Congress by the War Department.

Sec. 7. That Congress shall have the right to repeal, alter, or amend this Act at any time.

Approved, January 5, 1905.

American National Red Cross.

Resolved: The Incorporators of the American National Red Cross, incorporated by act of Congress, January 5th, 1905, hereby adopt the following by-laws to govern their proceedings and actions in carrying out the purposes of the said Corporation.

BY-LAWS.

ARTICLE I.

Membership.

The Incorporators named in the Act of Congress approved January 5th, 1905, and such associates as may be appointed or elected, together with the delegates elected by the branch societies, shall constitute the voting membership.

Any vacancies that may occur by death, resignation or otherwise among the body of incorporators, shall be filled by the incorporators at the first annual meeting after such vacancies have occurred.

ARTICLE II.

Meetings.

SECTION 1. The annual meetings of the American National Red Cross shall be held in the City of Washington, on the first Tuesday after the first Monday in December.

SEC. 2. Special meetings of the Corporation may be called by the President of the Board of Incorporators to meet at such place in the City of Washington, as may be designated in the call.

Special meetings shall be called by the President of the Board of Incorporators upon the written request of the Central Committee or of one-fifth of the voting membership, and at such special meeting no other business shall be transacted than that named in the call.

SEC. 3. Written or printed notices of regular or special meetings of the Corporation shall be prepared and mailed to the last known post-office address of each voting member not less than fifteen days before each meeting, and if for a special meeting such notice shall state the object or objects thereof.

SEC. 4. Fifteen members shall constitute a quorum at any annual or special meeting, and all acts shall be supported by a majority vote,

except as hereinafter provided in Article VII.

SEC. 5. The order of business of the annual meetings and so far as possible of all other meetings of the Corporation shall be as follows:

- (1) Calling the roll.
- (2) Proof of notice of meeting.
- (3) Reading and disposal of unapproved minutes.
- (4) Annual reports of officers and committees.
- (5) Miscellaneous business.
- (6) Election of officers.
- (7) Adjournment.

ARTICLE III.

Officers.

SECTION 1. The officers of the American National Red Cross shall be a President of the Board of Incorporators, a Chairman of the Central Committee, designated by the President of the United States, a Counselor, a Secretary and a Treasurer, who, except the Chairman of the Central Committee, shall be elected by the incorporators at the annual meeting for one year and shall hold office until their successors are elected and qualified. All officers shall signify their acceptance in writing of which a record in the minutes shall be kept by the Secretary.

SEC. 2. The Incorporators shall elect a President who shall hold office for one year, or un-

til his successor shall be duly elected and qualified. He shall preside at all meetings of the Incorporators and at the annual meeting. In the absence of the President at any meeting a President pro tem shall be elected who shall exercise the functions of the President.

SEC. 3. The Chairman of the Central Committee shall call all meetings of the Central Committee, and of the Executive Committee, he shall preside at all meetings of these committees, shall be an ex-officio member of all committees except the Finance Committee and shall be the general executive manager of all business of this Corporation under the advice and direction of the Central Committee. In the absence or disability of the Chairman the Committee shall elect a Chairman pro tem, who shall exercise all the functions of the Chairman.

SEC. 4. The Secretary shall issue notices of all meetings, shall keep the minutes of all meetings, including the meetings of the Incorporators, Central Committee and Executive Committee, shall have charge of the seal and Corporation books, shall sign with the Chairman of the Central Committee such instruments as require such signatures and shall make such reports and perform such other duties as are incident to his office, or may be required of

him by the President of the Board of Incorporators, or the Chairman of the Central Committee.

SEC. 5. The Treasurer shall receive and receipt for all moneys from whatever source paid to the Corporation, save such moneys as are paid to the treasurers of the branch societies, of which accounts shall be rendered twice a year to the Treasurer of the Red Cross, and which accounts shall be audited by a disbursing officer of the War Department in the State, or by the War Department in Washington. He shall keep a book of accounts open at all reasonable times to inspection of members. He shall pay out said moneys on the legitimate accounts of the Corporation and only on the order of the Chairman of the Central Committee, countersigned by the Secretary or in his absence by such person as may be designated by the Central Committee or the Executive Committee. He shall execute and deliver to the American National Red Cross a penal bond, which shall be as may be determined and accepted by the Central Committee in regular session, and said bond shall be for such amount as the Committee may from time to time determine. The Treasurer's accounts shall be audited once a year by the War Department. The treasurer shall have authority to appoint an assistant treasurer, who shall aid the treasurer

in the discharge of his duties in the manner directed by the treasurer. The treasurer may exact from the assistant treasurer a bond for the lawful performance of his duties and the faithful accounting for all monies or other property coming into his hands as such assistant treasurer, in a penal amount to be fixed by the treasurer, and with surety or sureties to the satisfaction of the treasurer.

SEC. 6. The Counselor of the American National Red Cross shall prepare all such contracts and agreements required in the conducting of the business of the Corporation as may be referred to him by its officers, and shall pass upon all instruments that might in any way bind the corporation to any financial obligation, also he will advise with the officers of the Corporation in all legal matters pertaining to the affairs that may require his consideration.

SEC. 7. The compensation of officers and employes shall be fixed by the Central Committee.

SEC. 8. The election of any person to an office in this association and acceptance thereof shall constitute such person a member of the organization.

SEC. 9. All vacancies in any of the offices, other than that of Chairman of the Central Committee, shall be filled by the Central Com-

mittee until the annual meeting of the Corporation.

ARTICLE IV. *Committees.*

SECTION 1. The Central Committee and Executive Committee shall exercise the powers conferred upon them by the Charter of the Corporation. At all meetings of the Central Committee seven shall constitute a quorum. There shall be at least four meetings of the Executive Committee during the year.

Sec. 2. The President of the Board of Incorporators shall appoint a Finance Committee of three members who shall hold office until their successors are elected and qualified. It shall be the duty of this Committee to invest the funds of the association in such manner as may seem to them best for the interests of the association.

The funds of the Corporation shall be divided into the Endowment Fund, to consist of all moneys paid for life membership, all legacies not otherwise specified and all gifts specially designated for this fund; and the Emergency Fund to consist of all other moneys, not necessary for the current expenses of the Society, and of all other readily available assets, belonging to or coming to the Corpo-

ration, including all interest and profit from the Endowment Fund.

ARTICLE V. *Branch Societies.*

The American National Red Cross may create branch and affiliated bodies upon such terms and under such conditions as the Central Committee may determine, but all powers not specifically given to said branch and affiliated bodies shall be held to be reserved to the Central Committee.

ARTICLE VI.

Seal.

The Central Committee is authorized to select and obtain a seal for the Corporation.

ARTICLE VII.

Amendments.

These by-laws may be amended, repealed, or altered in whole or in part by two-thirds of the Incorporators and their elected or appointed associates present at any regular meeting of the Corporation or at any special meeting where such action has been announced in the call and notice of such special meeting.

Adopted February 8, 1905.

